

PREET BHARARA
United States Attorney for the
Southern District of New York
ROBERT WILLIAM YALEN
TOMOKO ONOZAWA
JOSEPH A. PANTOJA
Assistant United States Attorneys
86 Chambers Street, 3rd Floor
New York, New York 10007
Telephone: (212) 637-2722 /2721/2785
Facsimile: (212) 637-2686
Email: robert.yalen@usdoj.gov
tomoko.onozawa@usdoj.gov
joseph.pantoja@usdoj.gov

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
	:	
	:	
In re:	:	Chapter 11
	:	
TRONOX INCORPORATED, <i>et al.</i> ,	:	Case No. 09-10156 (ALG)
	:	
Debtors.	:	Jointly Administered
	:	
	:	
-----	X	

**NOTICE OF LODGING OF
PROPOSED CONSENT DECREE AND
ENVIRONMENTAL SETTLEMENT AGREEMENT**

The United States of America hereby lodges with the Court the proposed Consent Decree and Environmental Settlement Agreement (“proposed Settlement Agreement”). The proposed Settlement Agreement, and a summary chart reflecting the allocation of funds to be received by the settling parties thereunder, are attached hereto as Exhibits 1 and 2, respectively.

In accordance with Paragraphs 169 and 170 of the proposed Settlement Agreement, the United States requests that the Court not approve the proposed Settlement Agreement at this time. This proposed Settlement Agreement has been executed by all parties other than the State

of Texas on behalf of the Texas Commission on Environmental Quality (“TCEQ”). With respect to claims asserted against the Debtors by TCEQ, the State of Texas will file its executed signature page on or about December 20, 2010, following a 30-day public comment period under state law if there are either no public comments or if public comments do not reveal previously-undisclosed facts or considerations that would make signing the proposed Settlement Agreement unwarranted. The public comment period will commence upon publication of the proposed settlement in the *Texas Register* on November 19, 2010. Federal notice of the lodging of the proposed Settlement Agreement will be published in the *Federal Register*, after which the United States Department of Justice will accept public comments on the proposed Settlement Agreement for a 30-day period. After the conclusion of the federal comment period, the United States will file with the Court any comments received, as well as responses to the comments, and at that time, if appropriate, will request that the Court approve the proposed Settlement Agreement.

Dated: New York, New York
November 23, 2010

PREET BHARARA
United States Attorney for the
Southern District of New York
Attorney for the United States of America

By: /s/ Tomoko Onozawa
ROBERT WILLIAM YALEN
TOMOKO ONOZAWA
JOSEPH A. PANTOJA
Assistant United States Attorneys
86 Chambers Street, 3rd Floor
New York, New York 10007
Telephone: (212) 637-2722/2721/2785
Facsimile: (212) 637-2686
Email: robert.yalen@usdoj.gov
tomoko.onozawa@usdoj.gov
joseph.pantoja@usdoj.gov